

EXHIBIT 5

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

**TALECRIS BIOTHERAPEUTICS, INC., AND
BAYER HEALTHCARE LLC,**

PLAINTIFFS,

V.

**BAXTER INTERNATIONAL INC., AND
BAXTER HEALTHCARE CORPORATION,**

DEFENDANTS.

C.A. NO. 05-349-GMS

JURY TRIAL DEMANDED

BAXTER HEALTHCARE CORPORATION,

Counterclaimant,

v.

**TALECRIS BIOTHERAPEUTICS, INC., and
BAYER HEALTHCARE LLC,**

Counterdefendants.

**PLAINTIFFS MOTION TO DISQUALIFY TOWNSEND AND
TOWNSEND AND CREW LLP FROM REPRESENTING DEFENDANTS
BAXTER INTERNATIONAL INC. AND BAXTER HEALTHCARE CORPORATION**

Plaintiffs hereby move this Court for an Order disqualifying the law firm of Townsend and Townsend and Crew LLP from representing Defendants Baxter International Inc. and Baxter Healthcare Corporation in the above-captioned case based on the Rules of Professional Conduct, Rule 1.9. This motion is supported by Plaintiffs' Opening Brief In Support Of Its Motion to Disqualify filed contemporaneously herewith.

Date: August 25, 2006

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ORDER

And now, this _____ day of _____, 2006, upon consideration of Plaintiffs'
Motion to Disqualify and the briefs submitted in connection therewith,

It is hereby ORDERED that Plaintiffs' Motion is GRANTED.

UNITED STATES DISTRICT JUDGE

CERTIFICATE OF SERVICE

I hereby certify that on _____ a true and correct copy of the foregoing document was caused to be served on the attorneys of record at the following addresses as indicated:

VIA Electronic Notification and First Class Mail